

RECORDATION NO 30857-A FILED
July 24, 2013 06:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 24, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of July 24, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 30857.

The names and addresses of the parties to the enclosed documents are:

Assignor: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Assignee: MassMutual Asset Finance LLC
2 Hampshire Street
Foxboro, MA 02035

Section Chief
July 24, 2013
Page 2

A description of the railroad equipment covered by the enclosed document is:

185 railcars within the series NCIX 6680 – NCIX 6882, as more particularly set forth on the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of July 24, 2013

between

MASSMUTUAL ASSET FINANCE LLC

as Assignee

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on July ____, 2013 at ____:____.m.

STB Assignment

WCSR 30539374v3

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of July __, 2013, by and between MASSMUTUAL ASSET FINANCE LLC (the "Assignee") and FIFTH THIRD EQUIPMENT FINANCE COMPANY (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Nova Chemicals Inc., as Lessee, have heretofore executed that certain Rail Equipment Lease Agreement dated as of July 24, 2013, and, pursuant thereto, that certain Schedule No. 3 dated July 24, 2013 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of Dec. 12, 2011 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: 
Name: David Couto
Title: President

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: _____
Name:
Title:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Michael Hube
Name: **Michael Hube**
Title: **Vice President**

STATE OF Massachusetts)
) ss.
COUNTY OF Norfolk)

I HEREBY CERTIFY, that on this 24th day of July, 2013, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared David Coutin, who acknowledged himself to be the President of MASSMUTUAL ASSET FINANCE LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.

Alison C. Oldixon
Notary Public

My commission expires: 11/7/2014.



STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 24th day of July, 2013 before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Michael Hube, who acknowledged himself to be the Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Charles Allen Arkin

Notary Public

My commission expires: No Expiration.



Charles Allen Arkin, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred eighty-five (185) rail cars bearing reporting marks as follows:

NCIX 6680
NCIX 6681
NCIX 6682
NCIX 6683
NCIX 6684
NCIX 6685
NCIX 6686
NCIX 6687
NCIX 6688
NCIX 6689
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NCIX 6694
NCIX 6695
NCIX 6696
NCIX 6697
NCIX 6698
NCIX 6699
NCIX 6700
NCIX 6701
NCIX 6702
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NCIX 6871
NCIX 6874
NCIX 6876
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NCIX 6753
NCIX 6825
NCIX 6832

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/24/2013

Edward M Luria
Edward M. Luria